

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
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RECORDATION NO. 19310-B, C FILED
SEP 30 98 4-45 PM

OF COUNSEL
URBAN A. LESTER

September 30, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Total Release of Chattel Mortgage, dated September 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents. *and a Release, dated Sept. 30, 1998*

The enclosed document relates to the Chattel Mortgage-P previously filed with the Commission under Recordation Number 19310. *and the Lease filed under 19310-A.*

The names and addresses of the parties to the enclosed document are:

Secured Party : Old Kent Bank
Sears Tower
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is:

all equipment subject to the Chattel Mortgage *and Lease.*

Lessor: Residual Based Finance Corporation

Lessee: Bangor and Aroostook Railroad Company.

Vernon A. Williams
September 30, 1998
Page 2

\$52.00

Also enclosed is a check in the amount of ~~\$26.00~~ payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 9/30/98

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

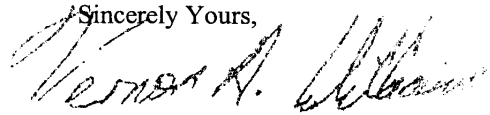
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/30/98 at 4:45PM , and

assigned recordation number(s). 21691, 21692, 21693, 21694, 19310-A, 19310-B,
21225-H, 21225-I, 21225-J, 21225-K, 21225-L, 21225-M,
21225-N and 21225-O.

Sincerely Yours,



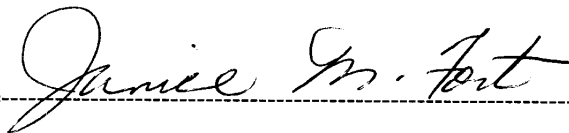
Vernon A. Williams

Enclosure(s)(14)

364.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 19310-B FILED

TOTAL RELEASE OF CHATTEL MORTGAGE

SEP 30 '98

4-45 PM

The undersigned, Old Kent Bank, an Illinois banking corporation ("Bank"), hereby releases and terminates Chattel Mortgage and Security Agreement-P dated as of March 17, 1995, between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on March 23, 1995 and receiving Recordation Number 19310.

Dated: September 30, 1998

OLD KENT BANK

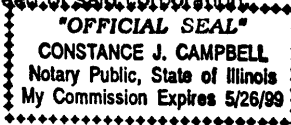
By:
Title:

Charles W. [Signature]
Vice President

State of Illinois)
) ss:
County of Cook)

On this 29th day of September, 1998, before me, personally appeared CHRISTINE ORRACY to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Old Kent Bank, an Illinois banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Constance J. Campbell
Signature of Notary Public

My commission expires 5/26/99

133197.1

admin/RRBAR

EXHIBIT A

EQUIPMENT DESCRIPTION

Seventy-Four (74) 64' Bulkhead Flatcars AAR Car Code Type F153

MARK	UNIT #	MARK	UNIT #	MARK	UNIT #
1 BAR	401	26 BAR	448	51 BAR	499
2 BAR	402	27 BAR	449	52 BAR	502
3 BAR	403	28 BAR	450	53 BAR	610
4 BAR	404	29 BAR	451	54 BAR	611
5 BAR	405	30 BAR	453	55 BAR	612
6 BAR	406	31 BAR	455	56 BAR	614
7 BAR	407	32 BAR	457	57 BAR	617
8 BAR	410	33 BAR	460	58 BAR	618
9 BAR	411	34 BAR	461	59 BAR	619
10 BAR	412	35 BAR	462	60 BAR	620
11 BAR	415	36 BAR	463	61 BAR	622
12 BAR	417	37 BAR	466	62 BAR	623
13 BAR	423	38 BAR	467	63 BAR	624
14 BAR	425	39 BAR	469	64 BAR	626
15 BAR	427	40 BAR	473	65 BAR	650
16 BAR	431	41 BAR	474	66 BAR	651
17 BAR	432	42 BAR	478	67 BAR	652
18 BAR	433	43 BAR	480	68 BAR	653
19 BAR	434	44 BAR	482	69 BAR	654
20 BAR	436	45 BAR	485	70 BAR	655
21 BAR	437	46 BAR	486	71 BAR	656
22 BAR	440	47 BAR	489	72 BAR	657
23 BAR	444	48 BAR	490	73 BAR	658
24 BAR	446	49 BAR	494	74 BAR	659
25 BAR	447	50 BAR	496		

Nineteen (19) EMD LOCOMOTIVES

Group A	Unit #	Units
1500 H.P. GP-7	60,62,63,64,65,67,68,69,70,73,75	11
1750 H.P. GP-9	78,79,80	3
Group B	Unit #	Units
1500 H.P. GP-7R	20,21,22,23,24	5